

Robert M. Hirsh
Jordana L. Renert
ARENT FOX LLP
1675 Broadway
New York, NY 10019
(212) 484-3900

Counsel for the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
ROCK & REPUBLIC ENTERPRISES, INC.,	:	Case No. 10-11728 (AJG)
<i>et al.</i> ,	:	
	:	
Debtors.	:	Jointly Administered
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**MONTHLY STATEMENT OF ARENT FOX LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
THE PERIOD OF JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

Name of Applicant:	Arent Fox LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	<i>Nunc pro tunc</i> to April 12, 2010
Time Period:	January 1, 2011 – January 31, 2011
Total Amount of Compensation for Professional Services:	\$139,152.00
<i>Less</i> Holdback pursuant to Order dated 04/29/10 (20%):	<u>\$27,830.40</u>
Interim Compensation for Professional Services (80%):	\$111,321.60
<i>Plus</i> Reimbursement for Actual and Necessary Expenses (100%):	<u>\$ 2,087.39</u>
TOTAL REQUESTED PAYMENT AT THIS TIME	\$113,408.99

ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C. 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Rock & Republic of Official Committee of Unsecured
Creditors

Invoice Number 1299227
Invoice Date 02/16/11
Client Number 032509

Category	Hours	Total

FOR PROFESSIONAL SERVICES RENDERED THROUGH JANUARY 31, 2011		
00000 General	.00	2,087.39
00002 Case Management and Operating Reports	4.50	1,290.00
00003 Corporate and Business Matters	2.80	1,249.00
00004 Sale and Disposition of Assets	12.70	6,310.00
00006 Claims Administration and Objections	128.60	65,014.50
00007 Miscellaneous Motions and Objections	4.40	1,694.00
00008 Committee and Debtor Communications, Conference	22.00	11,735.50
00010 Professional Retention	22.70	6,941.00
00011 Plan and Disclosure Statement Matters and Solici	87.50	36,314.00
00012 Cash Collateral and DIP Financing	.20	77.00
00014 Real Estate and Leasing and Executory Contracts	.20	77.00
00015 Creditor Inquiries	4.40	2,202.50
00022 Fee Applications	18.90	6,247.50

Totals	308.90	141,239.39

(00000) MATTER NUMBER

RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JANUARY 31, 2011

FOR CHARGES:

01/03/10	PHONE CHARGES - SCHUYLER CARROLL CELL	12.50
	PHONE CHARGES	
11/24/10	PHONE CHARGES	28.27

TOTAL FOR: PHONE CHARGES 40.77

01/25/11	DUPLICATING SUMMARY User Rodney Reddick copied 906 on 01/25/2011 at 20:26 hrs	181.20
01/25/11	DUPLICATING SUMMARY User Reggie Redwine copied 412 on 01/25/2011 at 10:37 hrs	82.40
01/31/11	DUPLICATING SUMMARY User Jeffrey Whitaker copied 648 on 01/31/2011 at 16:30 hrs	129.60
01/13/11	DUPLICATING SUMMARY User Rodney Reddick copied 2173 on 01/13/2011 at 15:04 hrs	434.60
01/14/11	DUPLICATING SUMMARY User Jeffrey Whitaker copied 865 on 01/14/2011 at 16:45 hrs	173.00
01/06/11	DUPLICATING SUMMARY User Jordana Renert copied 91 on 01/06/2011 at 21:14 hrs	18.20

TOTAL FOR: DUPLICATING SUMMARY 1,019.00

01/20/11	WESTLAW User: BROWNSTEIN, BETH	9.14
01/20/11	WESTLAW User: BROWNSTEIN, BETH	91.45
01/25/11	WESTLAW User: BROWNSTEIN, BETH	8.17
01/25/11	WESTLAW User: BROWNSTEIN, BETH	39.20
01/25/11	WESTLAW User: BROWNSTEIN, BETH	54.87
01/25/11	WESTLAW User: BROWNSTEIN, BETH	58.21
01/31/11	WESTLAW User: BROWNSTEIN, BETH	8.17
01/31/11	WESTLAW User: BROWNSTEIN, BETH	78.40
01/31/11	WESTLAW User: BROWNSTEIN, BETH	61.40
01/31/11	WESTLAW User: BROWNSTEIN, BETH	33.97
01/31/11	WESTLAW User: BROWNSTEIN, BETH	38.80

TOTAL FOR: WESTLAW 481.78

01/06/11	DOCUMENT IMAGING User Jordana Renert	13.65
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scanned 91 on 01/06/2011 at 21:19 hrs

TOTAL FOR: DOCUMENT IMAGING	13.65
12/13/10 OVERTIME MEALS & CABS - SEAMLESS WEB PROFESSIONAL	74.76
12/20/10 OVERTIME MEALS & CABS - JORDANA RENERT WORKING CAB FARE	20.70
TOTAL FOR: OVERTIME MEALS & CABS	95.46
01/26/11 TAXICABS - GEORGE ANGELICH METRO/SUBWAY	4.50
12/20/10 TAXICABS - CRC MANAGEMENT INC. DEST: FLUSHING EAST	84.70
12/08/10 TAXICABS - CRC MANAGEMENT INC. DEST: 157-02 107TH AVE	61.07
TOTAL FOR: TAXICABS	150.27
01/20/11 FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Richard C. Morrissey, Esq. Company: Office of the United States Tr City: NEW YORK CITY, NY Received by: E.MENDOZA	5.94
01/20/11 FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Cheryl Moorman Company: Rock & Republic Enterprises, I City: CULVER CITY, CA Received by: F.SERVIN	6.11
01/20/11 FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Arthur Goldstein Alex Spizz Company: Todtman, Nachamie, Spizz & Joh City: NEW YORK CITY, NY Received by: E.KHVILOVSKY	5.94
01/25/11 FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Richard C. Morrissey, Esq. Company: Office of the United States Tr City: NEW YORK CITY, NY Received by: C.BROOKS	5.94
12/23/10 FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Laura C. Meagher Company: VF Corporation City: GREENSBORO, NC Received by: T.WILLIS	9.09
12/22/10 FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Laura C. Meagher Company: VF Corporation City: GREENSBORO, NC Received by: T.WILLIS	11.94
12/29/10 FedEx Package From: Lisa Indelicato	9.00

Company: ARENT FOX City/State: NEW
YORK CITY, NY To: Honorable Arthur J.
Gonzalez Company: United States
Bankruptcy Court City: NEW YORK CITY,
NY Received by: K.SU
01/13/11 FedEx Package From: ROBERT HIRSH 8.73
Company: ARENT FOX City/State: NEW
YORK CITY, NY To: Steven Simms
Company: FTI Consulting City: NEW YORK
CITY, NY Received by: S.HARTNETT

TOTAL FOR: OVERNIGHT DELIVERY 62.69

01/14/11 MEALS - ROBERT HIRSH ROCK & REPUBLIC 193.67
LUNCH MEETING
01/24/11 MEALS - ROBERT HIRSH ROCK & REPUBLIC 30.10
LUNCH

TOTAL FOR: MEALS 223.77

CURRENT CHARGES ----- 2,087.39

SUBTOTAL FOR THIS MATTER \$2,087.39

(00002) MATTER NUMBER

RE: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JANUARY 31, 2011

Date	Timekeeper		Hours	Value
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01/07/11	JR RENERT	Attention to case files and outstanding matters.	.2	77.00
01/10/11	LA INDELICATO	Review docket and update 2002 service list.	.4	112.00
01/21/11	JR RENERT	Review monthly operating reports.	.4	154.00
01/25/11	NA CONSTANTINO	Prepare hearing binder for 01/26 hearing.	3.3	891.00
01/25/11	LA INDELICATO	Calendar hearings for attorneys.	.2	56.00

CURRENT FEES

1,290.00

TIMEKEEPER TIME SUMMARY

JORDANA RENERT	.6	at \$385.00 =	231.00
LISA INDELICATO	.6	at \$280.00 =	168.00
NOVA A. CONSTANTINO	3.3	at \$270.00 =	891.00
TOTALS	4.5		1,290.00

SUBTOTAL FOR THIS MATTER

\$1,290.00

(00003) MATTER NUMBER

RE: Corporate and Business Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JANUARY 31, 2011

Date	Timekeeper		Hours	Value
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01/19/11	RM HIRSH	Review/analysis and revised demand letter to Debtor's counsel for turnover of documents and information (.40); Conference with J. Renert regarding same (.20).	.6	402.00
01/19/11	JR RENERT	Draft letter to debtors regarding document requests, revisions to same and communications with R.Hirsh regarding same.	.7	269.50
01/19/11	JR RENERT	Various communications with M.Cordasco regarding document request letter and calculation of lease rejection damages, and outstanding disclosure statement issues.	.5	192.50
01/19/11	JR RENERT	Finalize letter regarding document requests and circulate to debtors.	.3	115.50
01/21/11	JR RENERT	Review A.Bernholtz's postpetition expense detail.	.3	115.50
01/25/11	JR RENERT	Prepare for and participate on conference call with R.Hirsh, M.Cordasco, S.Simms and K.Pace regarding debtors' expenses.	.4	154.00

CURRENT FEES

1,249.00

TIMEKEEPER TIME SUMMARY

ROBERT HIRSH	.6	at \$670.00 =	402.00
JORDANA RENERT	2.2	at \$385.00 =	847.00
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TOTALS	2.8		1,249.00

SUBTOTAL FOR THIS MATTER

\$1,249.00

(00004) MATTER NUMBER

RE: Sale and Disposition of Assets

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JANUARY 31, 2011

Date	Timekeeper		Hours	Value
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01/03/11	JR RENERT	Communications with A.Goldstein regarding escrow agreement.	.1	38.50
01/04/11	JR RENERT	Communications with R.Hirsh regarding finalizing escrow agreement.	.2	77.00
01/05/11	JR RENERT	Communications with R.Hirsh regarding escrow agreement.	.2	77.00
01/05/11	JR RENERT	Review Citibank escrow agreement.	.5	192.50
01/06/11	JR RENERT	Further review of Citibank escrow agreement.	.5	192.50
01/06/11	JR RENERT	Communications with R.Hirsh regarding escrow agreement and communications with counsel to debtors and VF regarding same.	.3	115.50
01/10/11	JR RENERT	Meet with R.Hirsh regarding status of escrow agreement, revisions to plan and other case issues and communications with counsel to VF and debtors regarding same.	.3	115.50
01/11/11	RM HIRSH	Attend to escrow agreement issues.	.4	268.00
01/12/11	JR RENERT	Review case docket for objections to bid protections motion and communications with B.Brownstein regarding same.	.1	38.50
01/18/11	RM HIRSH	Telephone conference with Debtor's counsel and counsel for VF regarding discussion and preparation for Buyers Protection Motion.	.4	268.00
01/18/11	RM HIRSH	Review/analysis order granting Joint Motion of the Committee and the Debtors for Entry of an Order Approving Certain Buyer Protections and Granting Related Relief (.40); Conference with J. Renert regarding same (.20).	.6	402.00
01/18/11	RM HIRSH	Prepare for hearing on Joint Motion seeking Approval of Certain Buyer Protections.	2.2	1,474.00
01/18/11	JR RENERT	Prepare for conference call with debtors' counsel and VF's counsel regarding hearing on buyer protections motion.	.2	77.00
01/18/11	JR RENERT	Participate in conference call regarding hearing on buyer protections motion and follow-up meeting with R.Hirsh regarding preparation of proffer for S.Simms in connection with	.4	154.00

01/18/11	JR	RENERT	same. Revise order in connection with buyer protections motion and circulate to VF and debtors' counsel, communications with R.Hirsh regarding same and circulate to RKF's counsel.	.5	192.50
01/18/11	JR	RENERT	Communications with B.Brownstein regarding tomorrow's hearing on buyer protections motion.	.2	77.00
01/18/11	JR	RENERT	Draft proffer of S.Simms in connection with hearing on buyer protections motion.	2.1	808.50
01/19/11	JR	RENERT	Communications with B.Brownstein and R.Hirsh regarding hearing on buyers protection motion.	.3	115.50
01/19/11	BM	BROWNSTEIN	Attend hearing on buyer protections motion.	1.5	487.50
01/19/11	RM	HIRSH	Attend hearing on Buyer Protections Motion.	1.7	1,139.00

CURRENT FEES

6,310.00

TIMEKEEPER TIME SUMMARY

ROBERT HIRSH	5.3	at	\$670.00 =	3,551.00
JORDANA RENERT	5.9	at	\$385.00 =	2,271.50
BETH M. BROWNSTEIN	1.5	at	\$325.00 =	487.50

TOTALS	12.7			6,310.00

SUBTOTAL FOR THIS MATTER

\$6,310.00

(00006) MATTER NUMBER

RE: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JANUARY 31, 2011

Date	Timekeeper		Hours	Value
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01/03/11	JR RENERT	Communications with L.Indelicato regarding Simms claims objection and establishing a litigation folder.	.2	77.00
01/03/11	JR RENERT	Review scheduling order, document requests and deposition notice related to Simms claims objection litigation.	.2	77.00
01/04/11	LA INDELICATO	Prepare litigation folder for the Simms Sigal litigation.	.6	168.00
01/04/11	LA INDELICATO	Review scheduling order for Simms litigation and calendar critical dates for team.	1.1	308.00
01/06/11	RM HIRSH	Multiple telephone conferences with A. Spizz and S. Simms regarding discussion of Simms claim, Objection and strategy (1.70); Telephone conference with S. Simms regarding same and strategy (.80).	2.5	1,675.00
01/07/11	JR RENERT	Communications with R.Hirsh and M.Cryan regarding Simms litigation.	.1	38.50
01/07/11	JR RENERT	Communications with A.Goldstein regarding Roth Capital motion and escrow agreement.	.1	38.50
01/10/11	RM HIRSH	Telephone conference with counsel for New Pacific regarding status of case and strategy.	.4	268.00
01/10/11	RM HIRSH	Telephone conference with counsel for Simms regarding litigation and deposition issues (.40); Telephone conference with Debtor's counsel regarding same (.20).	.6	402.00
01/10/11	JR RENERT	Communications with A.Goldstein regarding Roth Capital claim.	.1	38.50
01/11/11	JR RENERT	Communications with R.Hirsh and M.Cryan regarding Simms litigation.	.1	38.50
01/11/11	JR RENERT	Communications with Roth Capital's counsel regarding adjourning motion.	.1	38.50
01/13/11	CO O'BRIEN	Prepare and label two copies of document production CD regarding Spring Street trial.	.6	153.00
01/13/11	LA INDELICATO	Calendar critical dates regarding Simms litigation.	.8	224.00
01/13/11	LA INDELICATO	Review documents and update file on Simms litigation.	1.2	336.00
01/14/11	MS CRYAN	Analyze draft confidentiality stipulation and order as to Simms contested matter.	.7	413.00

01/14/11	JR	RENERT	Communications with R.Hirsh and M.Cryan regarding protective order and status of Simms litigation.	.2	77.00
01/15/11	JR	RENERT	Brief review of protective order and deposition notices in connection with Simms litigation and communications with L.Indelicato regarding same.	.2	77.00
01/18/11	JR	RENERT	Communications regarding protective order in connection with Simms claims litigation.	.2	77.00
01/18/11	RM	HIRSH	Telephone conference with counsel for Spring Street regarding settlement and status of litigation.	.5	335.00
01/19/11	RM	HIRSH	Preparation for Rodeo Drive trial.	2.1	1,407.00
01/20/11	JR	RENERT	Communications with D.Yearwood regarding preparation for New Pacific Rodeo trial.	.2	77.00
01/21/11	RM	HIRSH	Continue preparation for Rodeo Drive trial.	1.8	1,206.00
01/21/11	JR	RENERT	Review communications regarding Eastham potential lease rejection claim.	.2	77.00
01/21/11	JR	RENERT	Communications regarding documents for New Pacific Rodeo trial.	.3	115.50
01/21/11	JR	RENERT	Prepare for Rodeo Drive trial.	2.3	885.50
01/21/11	BM	BROWNSTEIN	Prepare for Rodeo Drive trial.	2.4	780.00
01/21/11	LA	INDELICATO	Review documents and update Simms litigation folder.	.9	252.00
01/22/11	RM	HIRSH	Preparation for Rodeo Drive trial.	4.8	3,216.00
01/23/11	RM	HIRSH	Preparation for Rodeo Drive trial.	3.3	2,211.00
01/23/11	JR	RENERT	Communications regarding tomorrow's trial on New Pacific Rodeo's claim.	.2	77.00
01/23/11	JR	RENERT	Review in limine pleadings in connection with Rodeo Drive trial.	3.4	1,309.00
01/24/11	RM	HIRSH	Attended Rodeo Drive trial.	7.8	5,226.00
01/24/11	MS	CRYAN	Attend trial of Rodeo Drive contested matter.	8.9	5,251.00
01/24/11	JR	RENERT	Attend trial in connection with Rodeo Drive lease.	9.8	3,773.00
01/24/11	JR	RENERT	Communications with B.Brownstein regarding research on section 502(b)(6) of the Bankruptcy Code.	.2	77.00
01/24/11	BM	BROWNSTEIN	Initial review of certain pleadings in connection with Rodeo Drive litigation.	1.8	585.00
01/24/11	DA	YEARWOOD	Deliver documents to Bankruptcy Court in preparation for Rodeo Drive trial.	1.3	344.50
01/24/11	LA	INDELICATO	Review deposition notices regarding Simms litigation and calendar various dates.	.6	168.00
01/25/11	BM	BROWNSTEIN	Continue review of documents in preparation for Rodeo Drive trial.	1.2	390.00
01/25/11	BM	BROWNSTEIN	Multiple correspondence with R. Hirsh regarding New Pacific litigation.	.6	195.00
01/25/11	BM	BROWNSTEIN	Multiple correspondence with M. Cryan regarding New Pacific's claim.	.4	130.00

01/25/11	BM	BROWNSTEIN	Additional review of pleadings in Rodeo Drive litigation.	.8	260.00
01/25/11	BM	BROWNSTEIN	Conduct research regarding legal issues in Rodeo Drive litigation.	2.2	715.00
01/25/11	MS	CRYAN	Analyze legal issue as to damages in order to address trial of Rodeo Drive contested matter.	2.6	1,534.00
01/25/11	MS	CRYAN	Discuss with R. Hirsh and B. Brownstein legal issue of damages and Section 502(b)(6) of the Bankruptcy Code in order to address trial of Rodeo Drive contested matter.	.1	59.00
01/25/11	MS	CRYAN	Attend trial of Rodeo Drive contested matter.	9.6	5,664.00
01/26/11	MS	CRYAN	Attend trial of Rodeo Drive contested matter.	4.9	2,891.00
01/26/11	MS	CRYAN	Analyze legal issue under Section 502(b)(6) of the Bankruptcy Code in order to address trial of Rodeo Drive contested matter.	2.8	1,652.00
01/26/11	BM	BROWNSTEIN	Attended trial on New Pacific Claim.	4.0	1,300.00
01/26/11	LA	INDELICATO	Update Simms litigation file.	.6	168.00
01/26/11	JR	RENERT	Attend portion of trial regarding Rodeo Drive lease.	2.0	770.00
01/27/11	JR	RENERT	Prepare for and participate in conference call regarding post-trial brief in Rodeo Drive litigation.	.4	154.00
01/27/11	MS	CRYAN	Work on post-trial issues regarding Rodeo Drive contested matter.	1.9	1,121.00
01/27/11	BM	BROWNSTEIN	Attend call with Arent Fox team regarding post-trial papers in New Pacific.	.3	97.50
01/27/11	BM	BROWNSTEIN	Continued research regarding New Pacific Claim.	1.6	520.00
01/28/11	BM	BROWNSTEIN	Began preparing documents for post-trial briefing in Rodeo Drive litigation.	.6	195.00
01/28/11	RM	HIRSH	Prepare for depositions in the Simms Sigal claim litigation.	4.2	2,814.00
01/28/11	LA	INDELICATO	Set up CourtCall for Rob Hirsh and Jordana Renert for upcoming telephonic status conference called by Judge Gonzalez in Spring Street matter, discuss with J. Renert and calendar date for attorneys.	.8	224.00
01/30/11	RM	HIRSH	Prepare for depositions in Simms Segal litigation.	2.1	1,407.00
01/31/11	MS	CRYAN	Analyze issues regarding damages in order to prepare submission as to Rodeo Drive contested matter.	2.8	1,652.00
01/31/11	BM	BROWNSTEIN	Research and review case law for post-trial briefing on New Pacific claim.	4.1	1,332.50

01/31/11	BM	BROWNSTEIN	Continue review of multiple documents filed in case to prepare for post-trial briefing in Rodeo Drive litigation.	2.8	910.00
01/31/11	BM	BROWNSTEIN	Read and review transcript from Rodeo Drive litigation.	2.6	845.00
01/31/11	BM	BROWNSTEIN	Draft outline for post-trial arguments in Rodeo Drive litigation.	1.3	422.50
01/31/11	RM	HIRSH	Telephone conference with counsel for New Pacific regarding damages calculation and issues relating to trial.	.4	268.00
01/31/11	RM	HIRSH	Prepare for depositions regarding Simms Segal claims objection (1.20); Travel to LA regarding same (6.90).	8.1	5,427.00

CURRENT FEES

65,014.50

TIMEKEEPER TIME SUMMARY

ROBERT HIRSH	38.6	at	\$670.00 =	25,862.00
MICHAEL S. CRYAN	34.3	at	\$590.00 =	20,237.00
JORDANA RENERT	20.5	at	\$385.00 =	7,892.50
BETH M. BROWNSTEIN	26.7	at	\$325.00 =	8,677.50
LISA INDELICATO	6.6	at	\$280.00 =	1,848.00
DAVID A. YEARWOOD	1.3	at	\$265.00 =	344.50
CATHY O'BRIEN	.6	at	\$255.00 =	153.00

TOTALS	128.6			65,014.50

SUBTOTAL FOR THIS MATTER

\$65,014.50

(00007) MATTER NUMBER

RE: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JANUARY 31, 2011

Date	Timekeeper		Hours	Value
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01/10/11	JR RENERT	Review case docket and recent filings.	.1	38.50
01/14/11	JR RENERT	Detailed review and draft summary of store closing sales motion for the committee.	2.5	962.50
01/15/11	JR RENERT	Review and revise summary of store closing sales motion and circulate to R.Hirsh.	.4	154.00
01/17/11	JR RENERT	Further revisions to summary of store closing sales motion and circulate to Committee.	.3	115.50
01/18/11	JR RENERT	Further review of store closing sales agreement with landlord.	.3	115.50
01/19/11	JR RENERT	Communications with R.Hirsh regarding calculation of lease rejection damages in connection with store closing sales motion.	.2	77.00
01/19/11	JR RENERT	Communications with A.Goldstein regarding store closing sales motion and calculation of rejection damages.	.2	77.00
01/19/11	JR RENERT	Review calculation regarding rejection damages in connection with store closing sales motion.	.4	154.00

CURRENT FEES

1,694.00

TIMEKEEPER TIME SUMMARY

JORDANA RENERT	4.4	at \$385.00 =	1,694.00
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TOTALS	4.4		1,694.00

SUBTOTAL FOR THIS MATTER

\$1,694.00

(00008) MATTER NUMBER

RE: Committee and Debtor Communications, Conference

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JANUARY 31, 2011

Date	Timekeeper		Hours	Value
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01/03/11	JR RENERT	Communications with R.Hirsh and committee regarding rescheduling Tuesday's call.	.1	38.50
01/03/11	JR RENERT	Draft agenda for 1/5 committee call and circulate to R.Hirsh.	.2	77.00
01/04/11	JR RENERT	Communications with M.Cordasco regarding agenda for committee call, revise agenda and circulate same to committee.	.1	38.50
01/04/11	JR RENERT	Communications with R.Hirsh regarding case issues including Simms objection, retention of forensic accountants and agenda for committee call.	.3	115.50
01/04/11	RM HIRSH	Telephone conference with Debtor's counsel regarding discussion of Application to Retain forensic Accountant (.40); Telephone conference with S. Simms regarding same and strategy (.30); Telephone conference with Debtor's counsel regarding Escrow Agreement (.30); Telephone conference with counsel for VF regarding same (.30).	1.3	871.00
01/05/11	RM HIRSH	Attend Committee call regarding status of case and strategy.	.8	536.00
01/05/11	RM HIRSH	Telephone conference with FTI regarding various issues and strategy relating to wind-down.	.6	402.00
01/05/11	JR RENERT	Prepare for today's committee call and communications with R.Hirsh regarding same.	.3	115.50
01/10/11	JR RENERT	Communications with M.Cordasco regarding status of escrow agreement, revisions to plan, forensic accountant retention application, Roth Capital motion and other case issues.	.2	77.00
01/10/11	JR RENERT	Prepare informal agenda for today's call with counsel to debtors and VF Corporation and communications with R.Hirsh regarding same.	.1	38.50
01/11/11	RM HIRSH	Telephone conference with S. Simms regarding strategy relating to Simms litigation and Debtor's retention of forensic accountants.	.5	335.00

01/11/11	JR	RENERT	Meet with R.Hirsh regarding case issues including retention of forensic accountant, Roth Capital motion, revisions to ballots, etc.	.2	77.00
01/12/11	JR	RENERT	Communications with R.Hirsh and A.Goldstein regarding today's call with counsel to debtors and VF.	.2	77.00
01/12/11	JR	RENERT	Prepare for today's call with counsel to VF and debtors.	.2	77.00
01/12/11	JR	RENERT	Participate in call with R.Hirsh, FTI, debtors' counsel and VF's counsel and follow-up call with FTI and debtors' counsel.	1.5	577.50
01/12/11	JR	RENERT	Circulate calendar request for weekly professionals' call.	.1	38.50
01/12/11	RM	HIRSH	Attend telephone conference with Debtor's counsel, FTI and counsel for VF regarding modifications to the Plan of Liquidation, GOB sales, updates on litigations and overall status.	1.5	1,005.00
01/14/11	RM	HIRSH	Conference with Debtor's counsel regarding various issues.	.4	268.00
01/14/11	RM	HIRSH	Telephone conference with various Committee members regarding issues relating to the Disclosure Statement and release of Ball.	.8	536.00
01/14/11	JR	RENERT	Meet with R.Hirsh regarding case status including buyer protections motion, Simms litigation and other case issues.	.3	115.50
01/14/11	JR	RENERT	Draft agenda for Tuesday's committee call and circulate to R.Hirsh.	.2	77.00
01/17/11	JR	RENERT	Communications with R.Hirsh and M.Cordasco regarding agenda for tomorrow's committee call and circulate same to the committee.	.2	77.00
01/18/11	RM	HIRSH	Attend Committee conference call regarding status of case and strategy (.80); Telephone conference with FTI regarding discussion of potential audit and strategy relating to investigation of wind-down and Ball issues (.70).	1.5	1,005.00
01/18/11	RM	HIRSH	Telephone conference with A. Rosenstein regarding various issues relating to M. Ball and strategy.	.4	268.00
01/18/11	JR	RENERT	Communications with various creditors regarding disclosure statement hearing and plan process.	.3	115.50
01/18/11	JR	RENERT	Prepare for and participate in committee conference call.	.8	308.00
01/18/11	JR	RENERT	Follow-up call with R.Hirsh and FTI regarding case issues.	.3	115.50

01/19/11	JR	RENERT	Draft agenda for tomorrow's professionals call and circulate to R.Hirsh.	.2	77.00
01/19/11	JR	RENERT	Draft minutes from 1/18 committee call.	.4	154.00
01/19/11	BM	BROWNSTEIN	Correspondence with Committee regarding summary and results of hearing on 1/19.	.3	97.50
01/20/11	RM	HIRSH	Attend weekly conference call with the Debtor's, VF and FTI regarding status of case and strategy.	.6	402.00
01/20/11	RM	HIRSH	Telephone conference with Debtor's counsel regarding discussion of release language in Plan and Objections to Disclosure Statement.	.5	335.00
01/20/11	JR	RENERT	Prepare for and participate in conference call with R.Hirsh, VF, VF's counsel and debtors' professionals regarding case status.	.6	231.00
01/20/11	BM	BROWNSTEIN	Attend weekly professionals call.	.5	162.50
01/21/11	RM	HIRSH	Multiple telephone conferences with FTI regarding various issues relating to lease rejection claims and plan issues.	.8	536.00
01/24/11	BM	BROWNSTEIN	Multiple correspondence with R. Hirsh and J. Renert regarding New Pacific litigation.	.4	130.00
01/24/11	JR	RENERT	Revise agenda for tomorrow's committee call.	.2	77.00
01/25/11	RM	HIRSH	Prepare for and participate in Committee conference call regarding status and strategy.	.7	469.00
01/25/11	BM	BROWNSTEIN	Attend Creditors' Committee weekly call.	.5	162.50
01/25/11	RM	HIRSH	Telephone conference with FTI regarding review of expense summary for A. Bernholtz and M. Ball and strategy (.70); Conference with J. Renert regarding strategy (.40).	1.1	737.00
01/27/11	RM	HIRSH	Attend weekly professionals conference call regarding status and strategy.	.4	268.00
01/27/11	JR	RENERT	Prepare for and participate on professionals conference call.	.4	154.00
01/27/11	BM	BROWNSTEIN	Attend weekly professionals call.	.4	130.00
01/31/11	JR	RENERT	Communications with M.Cordasco regarding Rodeo Drive trial, Simms litigation, disclosure statement solicitation, tomorrow's committee call and other case issues.	.3	115.50
01/31/11	JR	RENERT	Draft agenda for tomorrow's committee call and communications with R.Hirsh regarding same.	.3	115.50

CURRENT FEES

11,735.50

TIMEKEEPER TIME SUMMARY

ROBERT HIRSH	11.9	at	\$670.00 =	7,973.00
JORDANA RENERT	8.0	at	\$385.00 =	3,080.00
BETH M. BROWNSTEIN	2.1	at	\$325.00 =	682.50
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TOTALS	22.0			11,735.50

SUBTOTAL FOR THIS MATTER

\$11,735.50

(00010) MATTER NUMBER
RE: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JANUARY 31, 2011

Date	Timekeeper		Hours	Value
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01/03/11	JR RENERT	Circulate email to committee regarding debtors' proposed retention of forensic accountants.	.2	77.00
01/03/11	JR RENERT	Communications with R.Hirsh and S.Simms regarding debtors' retention of forensic accountants and other case issues.	.2	77.00
01/03/11	JR RENERT	Communications with A.Goldstein regarding debtors' retention of forensic accountants and status of escrow agreement and follow-up with R.Hirsh regarding same.	.2	77.00
01/03/11	JR RENERT	Communications with L.Indelicato regarding supplemental disclosure.	.1	38.50
01/04/11	JR RENERT	Review proposed notice of second interim fee application, related proposed order and communications regarding same with L.Indelicato.	.1	38.50
01/04/11	LA INDELICATO	Review correspondence regarding supplemental connections searched and review supplemental declarations previously filed.	.8	224.00
01/04/11	LA INDELICATO	Research of connections with lawyers and law firms, draft disclosures and email Conflicts Department for more information on connections with certain parties in interest.	2.7	756.00
01/05/11	JR RENERT	Communications with N.Constantino regarding second interim fee applications.	.1	38.50
01/05/11	JR RENERT	Review docket and notice in connection with second interim fee application and communications with J.Makower regarding same.	.2	77.00
01/06/11	JR RENERT	Communications with R.Hirsh regarding notice of fee application and proposed order and communications with J.Makower regarding same.	.2	77.00
01/06/11	LA INDELICATO	Prepare fifth supplemental declaration in support of Arent Fox retention application.	4.2	1,176.00
01/07/11	LA INDELICATO	Continued working on fifth supplemental declaration; discussions with Karen Lehmkuhl regarding additional research re law firms; add disclosures re Steve Sass and Wells	5.3	1,484.00

			Fargo.		
01/10/11	LA	INDELICATO	Revise fifth supplemental declaration and discuss with Jordana Renert.	1.6	448.00
01/11/11	JR	RENERT	Brief review of fifth supplemental disclosure and communications with L.Indelicato regarding same.	.2	77.00
01/12/11	JR	RENERT	Communications with L.Indelicato regarding supplemental disclosures.	.2	77.00
01/12/11	LA	INDELICATO	Discussions with Karen Lehmkuhl and Jordana Renert regarding connections with certain law firms.	.3	84.00
01/12/11	LA	INDELICATO	Additional revision of fifth supplemental declaration to include disclosure of connections with certain law firms.	1.6	448.00
01/13/11	JR	RENERT	Review and summarize Simms objection to debtors' application to retain forensic accountant and communications with R.Hirsh regarding same.	.2	77.00
01/13/11	LA	INDELICATO	Research of connection with claims transferee and email to Jordana Renert regarding same.	.3	84.00
01/14/11	JR	RENERT	Review fifth supplemental disclosure and communications with L.Indelicato regarding same.	.4	154.00
01/18/11	JR	RENERT	Prepare for and meet with L. Indelicato regarding fifth supplemental disclosure and communications with R.Hirsh regarding same.	.5	192.50
01/18/11	LA	INDELICATO	Meet with Jordana Renert to discuss fifth supplemental declaration in support of retention of Arent Fox.	.4	112.00
01/18/11	LA	INDELICATO	Additional revision to fifth supplemental declaration in support of Arent Fox retention application.	.6	168.00
01/19/11	JR	RENERT	Review motion to expand Manderson's retention.	.5	192.50
01/20/11	JR	RENERT	Review Todtman December monthly fee statement.	.7	269.50
01/20/11	LA	INDELICATO	Research of connections with certain parties in interest.	.2	56.00
01/24/11	AI	SILFEN	Review disclosure supplement.	.3	249.00
01/31/11	LA	INDELICATO	Update disclosures.	.4	112.00

CURRENT FEES

6,941.00

TIMEKEEPER TIME SUMMARY

ANDREW I. SILFEN	.3	at	\$830.00 =	249.00
JORDANA RENERT	4.0	at	\$385.00 =	1,540.00
LISA INDELICATO	18.4	at	\$280.00 =	5,152.00
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TOTALS	22.7			6,941.00

SUBTOTAL FOR THIS MATTER

\$6,941.00

(00011) MATTER NUMBER

RE: Plan and Disclosure Statement Matters and
Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JANUARY 31, 2011

Date	Timekeeper		Hours	Value
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01/04/11	LA INDELICATO	Organize and upload PDF's of plan, APA and disclosure statement, and signature pages to system.	.6	168.00
01/06/11	JR RENERT	Communications with R.Hirsh regarding revisions to plan and asset purchase agreement.	.4	154.00
01/06/11	JR RENERT	Review release provisions in connection with revisions to plan.	.3	115.50
01/07/11	RM HIRSH	Review/analysis of Plan regarding release language and revise same relating to M. Ball issues.	.7	469.00
01/07/11	JR RENERT	Review various release provisions and communications with R.Hirsh regarding same.	.3	115.50
01/07/11	JR RENERT	Draft revised release provision and communications with R.Hirsh regarding same and circulate same to debtors' counsel and counsel to VF.	.5	192.50
01/11/11	RM HIRSH	Detailed review/analysis of Plan of Liquidation and Disclosure Statement in preparation for call with Debtors' professionals relating to modifications thereto.	1.7	1,139.00
01/11/11	JR RENERT	Review revised ballots received from Donlin Recano and relevant dates for plan process.	.2	77.00
01/11/11	JR RENERT	Communications with Donlin Recano regarding revisions to ballots and new solicitation date.	.2	77.00
01/18/11	JR RENERT	Communications with JW.Song regarding ballots.	.2	77.00
01/18/11	JR RENERT	Communications with debtors' counsel regarding UST's comments to plan and disclosure statement.	.1	38.50
01/18/11	BM BROWNSTEIN	Review comments to committee support letter in support of Plan; made changes regarding same and draft email to G. Angelich.	1.4	455.00
01/18/11	LA INDELICATO	Preparation for hearing on disclosure statement.	.7	196.00
01/19/11	JR RENERT	Review and summarize disclosure statement objections and communications with B.Brownstein and R.Hirsh regarding same.	1.1	423.50

01/19/11	JR	RENERT	Draft summary of disclosure statement objections for committee and communications with R.Hirsh regarding same and circulate same to committee.	.5	192.50
01/20/11	RM	HIRSH	Review/analysis Objection of RKF, LLC and 3525 Eastham, LLC to Disclosure Statement.	1.4	938.00
01/20/11	JR	RENERT	Pull and review precedents in connection with drafting a reply to disclosure statement objections.	.8	308.00
01/20/11	JR	RENERT	Participate in conference call with R.Hirsh and A.Goldstein regarding disclosure statement objections.	.3	115.50
01/20/11	JR	RENERT	Communications with M.Cordasco and R.Hirsh regarding plan issues.	.2	77.00
01/20/11	JR	RENERT	Communications with A.Goldstein regarding debtors' comments to plan.	.2	77.00
01/20/11	JR	RENERT	Communications with counsel to RKF and Eastham regarding disclosure statement objections.	.1	38.50
01/20/11	JR	RENERT	Revise plan pursuant to comments received from debtors, UST, and CIT.	.5	192.50
01/20/11	JR	RENERT	Update disclosure statement pursuant to CIT's comments.	.6	231.00
01/20/11	JR	RENERT	Review updated ballots from Donlin Recano.	.2	77.00
01/20/11	JR	RENERT	Review disclosure statement to determine if additional updating is necessary.	.7	269.50
01/20/11	BM	BROWNSTEIN	Conduct research regarding response to disclosure statement objection; correspondence with R. Hirsh regarding same.	1.1	357.50
01/21/11	RM	HIRSH	Telephone conference with Debtor and counsel for RKF regarding resolution of RKF's Objection to Disclosure Statement (.40); Telephone conference with Debtor and Counsel for Eastham Landlord regarding same (.60); Conference with J. Renert regarding strategy (.30).	1.3	871.00
01/21/11	JR	RENERT	Review revised ballots and communications from Donlin Recano regarding same.	.2	77.00
01/21/11	JR	RENERT	Prepare for meeting with R.Hirsh regarding comments to plan and disclosure statement.	.2	77.00
01/21/11	JR	RENERT	Communications with M.Cordasco regarding Eastham rejection damage claim and revisions to plan and disclosure statement.	.4	154.00
01/21/11	JR	RENERT	Prpeare for and meet with R.Hirsh to discuss comments to plan and disclosure statement.	.4	154.00

01/21/11	JR	RENERT	Participate in conference call with R.Hirsh, A.Goldstein and landlord's counsel regarding objection to disclosure statement.	.7	269.50
01/21/11	JR	RENERT	Participate in conference call with R.Hirsh, A.Goldstein and RKF's counsel regarding objection to disclosure statement.	.3	115.50
01/21/11	JR	RENERT	Participate in conference call with R.Hirsh and A.Goldstein regarding UST's and CIT's comments to plan.	.2	77.00
01/21/11	JR	RENERT	Revisions to plan, disclosure statement and disclosure statement approval order, communications with R.Hirsh regarding same and circulate documents with a status update to group.	2.1	808.50
01/21/11	JR	RENERT	Communications with D.Recano regarding finalizing ballots.	.2	77.00
01/21/11	JR	RENERT	Communications with I.Gold and V.Durrer regarding resolution of disclosure statement objections.	.4	154.00
01/22/11	BM	BROWNSTEIN	Draft letter in support of Plan on behalf of Committee; email to J. Renert and R. Hirsh regarding same.	4.3	1,397.50
01/23/11	JR	RENERT	Insert relevant dates in disclosure statement approval order and consider revising timeline.	.3	115.50
01/23/11	JR	RENERT	Update disclosure statement to make conforming changes made in plan.	.5	192.50
01/24/11	BM	BROWNSTEIN	Read and review J. Renert's comments to committee support letter on behalf of creditors' committee in support of plan; email FTI regarding same.	.3	97.50
01/24/11	RM	HIRSH	Review/analysis e-mail correspondence from counsel for Eastham regarding further discussion of resolution of its objection to the Disclosure Statement (.40); Telephone conference with counsel for the Debtors regarding same (.70).	1.1	737.00
01/24/11	JR	RENERT	Communications with various parties regarding resolution of disclosure statement objections.	.3	115.50
01/24/11	JR	RENERT	Communications with N.Constantino regarding preparation for disclosure statement hearing.	.2	77.00
01/24/11	JR	RENERT	Review and revise committee solicitation letter and draft email to committee regarding same.	.3	115.50
01/24/11	JR	RENERT	Communications with R.Hirsh and G.Angelich regarding disclosure statement hearing.	.2	77.00
01/24/11	JR	RENERT	Circulate committee support letter to counsel for VF and debtors.	.1	38.50

01/24/11	JR	RENERT	Revise disclosure statement approval order pursuant to J.Makower's comments.	.4	154.00
01/24/11	JR	RENERT	Review and revise disclosure statement to include additional disclosure on releases and treatment of executory contracts.	.5	192.50
01/25/11	RM	HIRSH	Attend to Disclosure Statement issues, continued negotiation of settlement of Objections to Disclosure Statement and assist in preparation for hearing on same.	1.7	1,139.00
01/25/11	GP	ANGELICH	Prepare for disclosure statement hearing.	5.9	3,245.00
01/25/11	GP	ANGELICH	Confer with Rob Hirsh, Jordana Renert and Beth Brownstein regarding disclosure statement and plan.	2.1	1,155.00
01/25/11	AI	SILFEN	Address objections and draft language in connection with disclosure statement approval motion.	.6	498.00
01/25/11	LA	INDELICATO	Prepare for hearing on approval of Disclosure Statement, including preparation of documents and hearing binders for judge and various parties.	2.9	812.00
01/25/11	LA	INDELICATO	Prepare, file and serve Notice of Filing and Letter to Creditors Recommending Voting for Confirmation of Plan and file Affidavit of Service.	1.1	308.00
01/25/11	BM	BROWNSTEIN	Prepare for Disclosure Statement Hearing with G. Angelich and J. Renert.	2.5	812.50
01/25/11	JR	RENERT	Review and revise ballots for solicitation.	.4	154.00
01/25/11	JR	RENERT	Review and revise disclosure statement and plan and circulate to group in connection with objections and comments from RKF, CIT and Eastham landlord and communications with counsel for same.	3.1	1,193.50
01/25/11	JR	RENERT	Review and revise disclosure statement approval motion and ballots.	.6	231.00
01/25/11	JR	RENERT	Communications with R.Hirsh regarding status of disclosure statement objections, revised documents and tomorrow's hearing.	.4	154.00
01/25/11	JR	RENERT	Various communications with debtors' counsel, R.Hirsh and counsel to Eastham regarding disclosure statement objections and preparing for tomorrow's disclosure statement hearing.	1.5	577.50
01/25/11	JR	RENERT	Meet with G.Angelich regarding case background and preparation for tomorrow's disclosure statement hearing.	2.5	962.50

01/25/11	JR	RENERT	Further review and revision of plan, disclosure statement and disclosure statement approval order, finalize same and circulate final documents to group.	.8	308.00
01/25/11	JR	RENERT	Prepare for tomorrow's disclosure statement hearing.	2.2	847.00
01/26/11	JR	RENERT	Prepare for disclosure statement hearing.	.4	154.00
01/26/11	JR	RENERT	Participate in disclosure statement hearing.	2.1	808.50
01/26/11	JR	RENERT	Review and revise disclosure statement, plan, and disclosure statement approval order, meet with G.Angelich and A.Silfen regarding same, communications with debtors' counsel regarding same, circulate revised documents to debtors, VF's counsel and UST.	2.8	1,078.00
01/26/11	JR	RENERT	Review and finalize plan for filing.	.4	154.00
01/26/11	JR	RENERT	Communications regarding scheduling confirmation hearing.	.2	77.00
01/26/11	JR	RENERT	Communications regarding establishing ballot certification date.	.3	115.50
01/26/11	LA	INDELICATO	Review various plan and disclosure statement and related documents and update files.	2.2	616.00
01/26/11	GP	ANGELICH	Attend disclosure statement hearing; wait time, round trip travel; preparation for hearing; and meeting with counsel prior to hearing.	4.9	2,695.00
01/26/11	GP	ANGELICH	Review and comment on revised language following disclosure statement hearing.	1.3	715.00
01/27/11	JR	RENERT	Communications regarding solicitation process.	.4	154.00
01/27/11	JR	RENERT	Revise disclosure statement approval motion to include tabulation date.	.2	77.00
01/27/11	JR	RENERT	Communications with landlord's counsel regarding resolution of disclosure statement objection.	.2	77.00
01/28/11	JR	RENERT	Finalize plan, disclosure statement and disclosure statement approval order, communications with debtors and VF regarding same, communications with L.Indelicato regarding filing documents.	3.7	1,424.50
01/28/11	LA	INDELICATO	Various calls and emails to reschedule Confirmation Hearing; review, revise and file clean and redline versions of amended plan and amended disclosure statement and all exhibits; prepare proposed order approving disclosure statement and exhibits for submission to Chambers; various discussion with Jordana Renert, Beth Brownstein and	6.2	1,736.00

01/31/11	JR	RENERT	Chambers re same. Review communications and circulate filed documents to debtors' counsel and counsel to VF.	.2	77.00
01/31/11	JR	RENERT	Communications with Donlin Recano regarding solicitation of materials.	.7	269.50
01/31/11	JR	RENERT	Communications with debtors' counsel and R.Hirsh regarding comments to voting file.	.3	115.50
01/31/11	JR	RENERT	Review chart of voting claims and communications with debtors' counsel regarding same.	.7	269.50
01/31/11	LA	INDELICATO	Prepare binders containing plan and disclosure statement documents for Rob Hirsh and Jordana Renert.	2.1	588.00

CURRENT FEES

36,314.00

TIMEKEEPER TIME SUMMARY

ANDREW I. SILFEN	.6	at	\$830.00 =	498.00
ROBERT HIRSH	7.9	at	\$670.00 =	5,293.00
GEORGE P. ANGELICH	14.2	at	\$550.00 =	7,810.00
JORDANA RENERT	39.4	at	\$385.00 =	15,169.00
BETH M. BROWNSTEIN	9.6	at	\$325.00 =	3,120.00
LISA INDELICATO	15.8	at	\$280.00 =	4,424.00
TOTALS	87.5			36,314.00

SUBTOTAL FOR THIS MATTER

\$36,314.00

(00012) MATTER NUMBER

RE: Cash Collateral and DIP Financing

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JANUARY 31, 2011

Date	Timekeeper		Hours	Value
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01/03/11	JR RENERT	Communications with J.Van de Merlen regarding CIT extension stipulation.	.2	77.00

CURRENT FEES

77.00

TIMEKEEPER TIME SUMMARY

JORDANA RENERT	.2	at \$385.00 =	77.00
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TOTALS	0.2		77.00

SUBTOTAL FOR THIS MATTER

\$77.00

(00014) MATTER NUMBER

RE: Real Estate and Leasing and Executory Contracts

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JANUARY 31, 2011

Date	Timekeeper		Hours	Value
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01/24/11	JR RENERT	Communications with debtors' counsel and M.Cordasco regarding lease rejection claims for Simon Properties.	.2	77.00

CURRENT FEES

77.00

TIMEKEEPER TIME SUMMARY

JORDANA RENERT	.2	at \$385.00 =	77.00
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TOTALS	0.2		77.00

SUBTOTAL FOR THIS MATTER

\$77.00

(00015) MATTER NUMBER
RE: Creditor Inquiries

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JANUARY 31, 2011

Date	Timekeeper		Hours	Value
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01/05/11	RM HIRSH	Attend various conference calls with creditors regarding various inquiries relating to Plan and Disclosure Statement.	1.7	1,139.00
01/14/11	RM HIRSH	Telephone conference with counsel for Spring Street regarding issues relating to Disclosure Statement and Spring Litigation.	.6	402.00
01/19/11	JR RENERT	Communications with various creditors regarding plan and disclosure statement and case status.	.5	192.50
01/26/11	JR RENERT	Review and comment on letter drafted by L.Indelicato regarding creditor inquiry.	.2	77.00
01/26/11	LA INDELICATO	Draft response letter to creditor and forward to Jordana Renert for review.	.9	252.00
01/31/11	LA INDELICATO	Respond to creditor inquiry; revise letter per attorney's comments and Fedex.	.5	140.00
CURRENT FEES			-----	2,202.50

TIMEKEEPER TIME SUMMARY

ROBERT HIRSH	2.3	at \$670.00 =	1,541.00
JORDANA RENERT	.7	at \$385.00 =	269.50
LISA INDELICATO	1.4	at \$280.00 =	392.00
TOTALS	4.4		2,202.50

SUBTOTAL FOR THIS MATTER \$2,202.50

(00022) MATTER NUMBER
RE: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: JANUARY 31, 2011

Date	Timekeeper		Hours	Value
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01/03/11	JR RENERT	Review Manderson October fee statement.	.3	115.50
01/03/11	JR RENERT	Review Manderson November fee statement.	.3	115.50
01/04/11	LA INDELICATO	Follow up regarding adjournment of fee hearing; correspond with Silfen and Renert re same.	.3	84.00
01/07/11	JR RENERT	Draft email summarizing Manderson October and November monthly fee statements and circulate to committee.	.2	77.00
01/08/11	JR RENERT	Review and revise December time detail.	4.6	1,771.00
01/10/11	LA INDELICATO	Review proposed order granting second interim fee applications of professionals.	.3	84.00
01/10/11	LA INDELICATO	Emails and discussions with Jordana Renert regarding proposed order granting second interim fee applications of professionals.	.4	112.00
01/10/11	JR RENERT	Communications with L.Indelicato regarding proposed order in connection with second interim fee application.	.3	115.50
01/11/11	JR RENERT	Communications with L.Indelicato regarding order in connection with second interim fee applications.	.1	38.50
01/11/11	JR RENERT	Review revised proposed order and circulate same to J.Makower.	.1	38.50
01/11/11	LA INDELICATO	Review fee applications filed by all professionals, revise proposed order granting second interim fee applications, prepare blackline of order and email to Jordana Renert.	1.2	336.00
01/11/11	LA INDELICATO	Discussions with Jordana Renert regarding proposed order.	.2	56.00
01/12/11	JR RENERT	Draft email to committee summarizing second interim fee applications.	.3	115.50
01/12/11	JR RENERT	Brief review of Coleman Frost second interim fee application.	.5	192.50
01/12/11	JR RENERT	Review of Atlas second interim fee application.	.4	154.00
01/12/11	JR RENERT	Brief review of Todtman second interim fee application.	.6	231.00
01/12/11	JR RENERT	Brief review of Manderson interim fee application.	.5	192.50
01/13/11	JR RENERT	Circulate summary of second interim fee application to R.Hart.	.2	77.00

01/15/11	JR	RENERT	Communications with V.Santiago regarding status of December fee statement.	.1	38.50
01/20/11	LA	INDELICATO	Prepare, file and serve monthly fee statement of Arent Fox.	1.2	336.00
01/20/11	LA	INDELICATO	Review, file and serve monthly fee statement of FTI Consulting.	.8	224.00
01/20/11	LA	INDELICATO	Prepare and file affidavit of service of monthly fee statement of Arent Fox and FTI Consulting.	.8	224.00
01/21/11	LA	INDELICATO	Update 2002 list and prepare affidavit of service of fee applications.	.9	252.00
01/23/11	JR	RENERT	Communications with R.Hirsh and L.Indelicato regarding Arent Fox's second interim fee application.	.2	77.00
01/24/11	JR	RENERT	Review December invoice from Donlin Recano.	.3	115.50
01/24/11	LA	INDELICATO	Various calls and discussions with Chambers and counsel regarding adjournment of hearing on professionals' fees.	.5	140.00
01/25/11	LA	INDELICATO	Follow up with Chambers and counsel regarding adjournment of hearing on professionals' fees.	.5	140.00
01/25/11	LA	INDELICATO	Prepare, file and serve notice of adjournment of hearing on Arent Fox's first interim fee application and prepare and file affidavit of service.	1.4	392.00
01/25/11	LA	INDELICATO	Serve fee applications and prepare and file affidavit of service.	1.3	364.00
01/26/11	JR	RENERT	Review Hahn and Hessen December monthly invoice.	.1	38.50

CURRENT FEES

6,247.50

TIMEKEEPER TIME SUMMARY

JORDANA RENERT	9.1	at	\$385.00 =	3,503.50
LISA INDELICATO	9.8	at	\$280.00 =	2,744.00
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TOTALS	18.9			6,247.50

SUBTOTAL FOR THIS MATTER

\$6,247.50

SUMMARY OF CHARGES

TOTAL FOR: PHONE CHARGES	40.77
TOTAL FOR: DUPLICATING SUMMARY	1,019.00
TOTAL FOR: WESTLAW	481.78
TOTAL FOR: DOCUMENT IMAGING	13.65
TOTAL FOR: OVERTIME MEALS & CABS	95.46
TOTAL FOR: TAXICABS	150.27
TOTAL FOR: OVERNIGHT DELIVERY	62.69
TOTAL FOR: MEALS	223.77

		Area of Expertise, Year Admitted	Hours	Rate (\$)	Amount (\$)
PARTNER					
ANDREW I. SILFEN	BR	1986 (NJ), 1987 (NY)	.90	830.00	747.00
ROBERT HIRSH	BR	1998 (NY & NJ)	66.60	670.00	44,622.00
MICHAEL S. CRYAN	LDR	1996 (NY & DC)	34.30	590.00	20,237.00
GEORGE P. ANGELICH	BR	2000 (PA), 2003 (DC), 2005 (NY)	14.20	550.00	7,810.00
ASSOCIATES					
JORDANA RENERT			95.20	385.00	36,652.00
BETH M. BROWNSTEIN			39.90	325.00	12,967.50
PARAPROFESSIONALS					
LISA INDELICATO	BR		52.60	280.00	14,728.00
NOVA A. CONSTANTINO	BR		3.30	270.00	891.00
DAVID A. YEARWOOD	LDR		1.30	265.00	344.50
CATHY O'BRIEN			.60	255.00	153.00
			308.90		139,152.00

Blended Rate: 450.48

BF: Banking and Finance
 BR: Bankruptcy and Reorganization
 CORP: Corporate
 EMPL: Employment Law
 HEALTH: Health Law
 INTL: International Law
 LDR: Litigation Dispute Resolution
 RE: Real Estate

032509 Rock & Republic of Official Committee of
16 FEBRUARY 2011

Invoice Number 1299227
Page 34

CURRENT CHARGES FOR ALL MATTERS	2,087.39
CURRENT FEES FOR ALL MATTERS	139,152.00
TOTAL AMOUNT OF THIS INVOICE	\$141,239.39

ARENT FOX LLP

1050 Connecticut Ave., N.W.
Washington, D.C 20036-5339
Telephone: (202) 857-6000 Telecopy: (202) 857-6395
Taxpayer Identification Number: 53-0214923

Rock & Republic of Official Committee of Unsecured
Creditors

Invoice Number 1299227
Invoice Date 02/16/11
Client Number 032509

-- REMITTANCE COPY --
PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$141,239.39

PLEASE REMIT PAYMENT BY CHECK TO THE FOLLOWING ADDRESS:

Arent Fox LLP
P.O. Box 644672
Pittsburgh, PA 15264-4672

WIRING INSTRUCTIONS (if applicable):

Bank: PNC BANK
Address: 800 Connecticut Avenue NW
Washington, DC 20006
ABA#: 031000053
SWIFT CODE: PNCCUS33 (for international use)
Account #: 5559763933
Beneficiary Name: Arent Fox LLP
Beneficiary Address: 1050 Connecticut Ave., NW
Washington, DC 20036

Please reference the following:

Client # 032509
Client Name Rock & Republic of Official Committee of Unsecured
Invoice Number 1299227

All invoices are due upon receipt.

Balance due reflects payments received through invoice date.

Any time, disbursements, and charges relating to this matter not shown above will appear on next month's bill.